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**美亞控股有限公司\***  
**MAYER HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 01116)  
(the “Company”)

## **DESPATCH OF CIRCULAR**

### **IN RELATION TO**

- (I) SETTLEMENT DEED AND OFF-MARKET SHARE BUY-BACK;**
- (II) PROPOSED CAPITAL REORGANISATION;**
- (III) ALLOTMENT AND ISSUE OF REMUNERATION SHARES;**
- (IV) PROPOSED OPEN OFFER ON THE BASIS OF  
FOUR OFFER SHARES FOR EVERY ONE ADJUSTED SHARE  
HELD ON THE RECORD DATE;**
- AND**
- (V) NOTICE OF THE EGM**

**Financial adviser to the Company**

**VEDA | CAPITAL**  
**智 略 資 本**

Reference is made to the circular of the Company dated 21 September 2018 in relation to, among other things, (i) the Settlement Deed and the Share Buy-backs; (ii) the Capital Reorganisation; (iii) the allotment and issue of Remuneration Shares; (iv) the Open Offer and (v) the notice of EGM (the “**Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

The Company announces that the Circular together with the form of proxy for use at the EGM has been despatched to the Shareholders on 21 September 2018.

The EGM will be held at 2 p.m. on Monday, 15 October 2018 at 3/F., Alliance Building, 130-136 Connaught Road Central, Hong Kong, details of which were set out in the notice of EGM contained in the Circular.

## **WARNING**

**Trading in the Shares will continue to be suspended until further notice. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.**

**The publication of this announcement does not warrant any approval from the Stock Exchange on the Resumption or any approval from the Executive on the Share Buybacks and the waiver pursuant to Rule 7 of the Share Buy-backs Code. The proposed transactions disclosed in this announcement are also subject to the fulfilment or waiver (as the case maybe) of the relevant conditions precedent. The Company will keep the public informed of the latest development by making further announcements as and when appropriate.**

For and on behalf of the Board  
**Mayer Holdings Limited**  
**Lee Kwok Leung**  
*Chairman and Executive Director*

Hong Kong, 21 September 2018

*As at the date hereof, the Board comprises three executive directors, namely Mr. Lee Kwok Leung, Mr. Xu Lidi and Mr. Lin Jinhe; one non-executive director, namely Mr. Wang Dongqi; and three independent non-executive directors, namely Mr. Lau Kwok Hung, Ms. Chen Yen Yung and Mr. Deng Shimin.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*The English text of this joint announcement shall prevail over its Chinese text.*

\* *For identification purpose only*